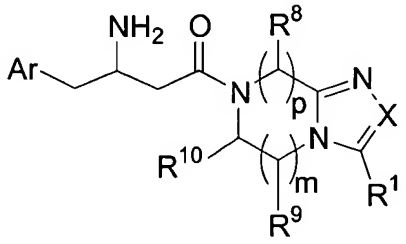
**Amendment to the Claims:**

Cancel Claim 28.

Add Claim 31.

**Listing of Claims:**

1. (original) A compound of structural formula I:



(I)

wherein

each n is independently 0, 1, or 2;

m is 1 or 2;

p is 1 or 2; with the proviso that m + p is 3;

X is N or $CR^2$;

Ar is phenyl substituted with one to five $R^3$ substituents;

$R^1$ and $R^2$ are each independently selected from the group consisting of

hydrogen,

halogen,

hydroxy,

cyano,

$C_{1-10}$ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

$C_{1-10}$ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

$C_{1-10}$ alkylthio, wherein alkylthio is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

$C_{2-10}$ alkenyl, wherein alkenyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

$(CH_2)_nCOOH$,

$(CH_2)_nCOOC_{1-6}$ alkyl,

$(CH_2)_nCONR^4R^5$, wherein $R^4$ and $R^5$ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-$C_{3-6}$ cycloalkyl, and $C_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

or $R^4$ and $R^5$ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

$(CH_2)_n$-$NR^4R^5$,

$(CH_2)_n$-$OCONR^4R^5$,

$(CH_2)_n$-$SO_2NR^4R^5$,

$(CH_2)_n$-$SO_2R^6$,

$(CH_2)_n$-$NR^7SO_2R^6$,

$(CH_2)_n$-$NR^7CONR^4R^5$,

$(CH_2)_n$-$NR^7COR^7$,

$(CH_2)_n$-$NR^7CO_2R^6$,

$(CH_2)_n$-$COR^6$,

$(CH_2)_n$-$C_{3-6}$ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, cyano, hydroxy, $NR^7SO_2R^6$, $SO_2R^6$, $CO_2H$, $C_{1-6}$ alkyloxycarbonyl, $C_{1-6}$ alkyl, and

$C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and

$(CH_2)_n$-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

wherein any methylene ($CH_2$) carbon atom in $R^1$ or $R^2$ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and $C_{1-4}$ alkyl unsubstituted or substituted with one to five halogens;

each $R^3$ is independently selected from the group consisting of

hydrogen,

halogen,

cyano,

hydroxy,

$C_{1-6}$ alkyl, unsubstituted or substituted with one to five halogens, and

$C_{1-6}$ alkoxy, unsubstituted or substituted with one to five halogens;

$R^6$ is independently selected from the group consisting of tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-$C_{3-6}$ cycloalkyl, and $C_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and wherein any methylene ($CH_2$) carbon atom in $R^6$ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, $C_{1-4}$ alkyl, and $C_{1-4}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

each $R^7$ is hydrogen or $R^6$;

each $R^8$, $R^9$, and $R^{10}$ is independently selected from the group consisting of

hydrogen,

cyano,

carboxy,

$C_{1-6}$ alkyloxycarbonyl,

$C_{1-10}$ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkoxy, carboxy, $C_{1-6}$ alkyloxycarbonyl, and phenyl-$C_{1-3}$ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

$(CH_2)_n$-$C_{3-6}$ cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and

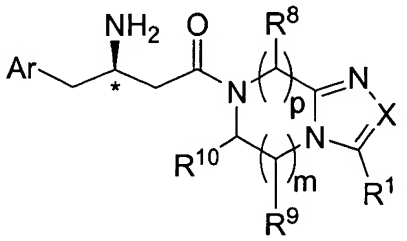
$(CH_2)_nCONR^4R^5$, wherein $R^4$ and $R^5$ are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, $(CH_2)_n$-phenyl, $(CH_2)_n$-$C_{3-6}$ cycloalkyl, and $C_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl, and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

or $R^4$ and $R^5$ together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkyl,

and $C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

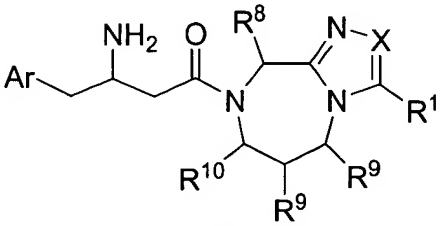
wherein any methylene ($CH_2$) carbon atom in $R^8$, $R^9$ or $R^{10}$ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and $C_{1-4}$ alkyl unsubstituted or substituted with one to five halogens.

2. (original) The compound of Claim 1 of structural formula Ia wherein the carbon atom marked with an * has the *R* configuration:



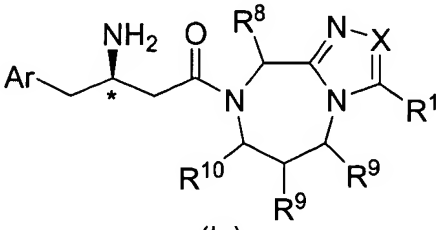
(Ia)

3. (original) The compound of Claim 1 of structural formula Ib:



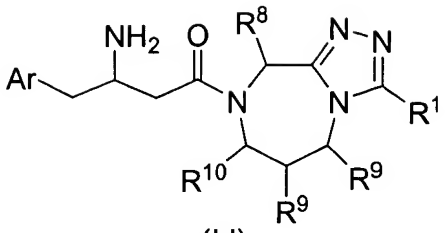
(Ib)

4. (original) The compound of Claim 3 of structural formula Ic wherein the carbon atom marked with an * has the *R* configuration



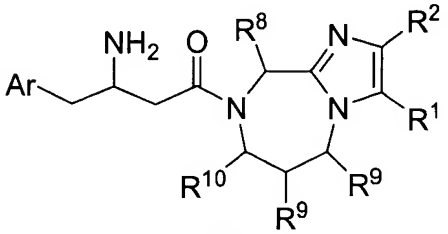
(Ic)

5. (original) The compound of Claim 3 of structural formula Id:



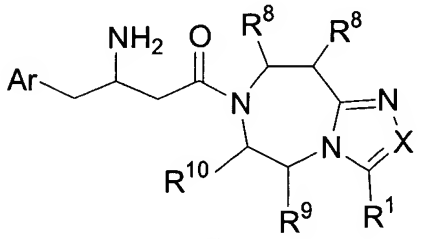
(Id)

6. (original) The compound of Claim 3 of structural formula Ie:



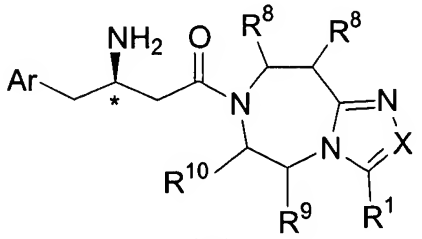
(Ie)

7. (original) The compound of Claim 1 of structural formula If:



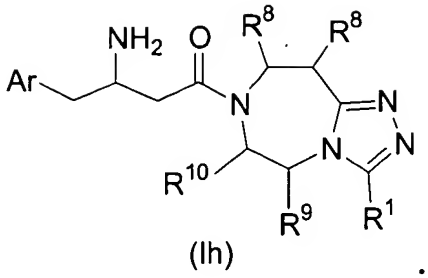
(If)

8. (original) The compound of Claim 7 of structural formula Ig wherein the carbon atom marked with an * has the *R* configuration:



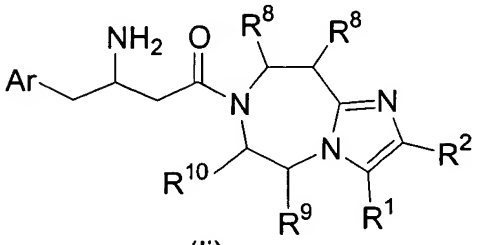
(Ig)

9. (original) The compound of Claim 7 of structural formula Ih:




(Ih)

10. (original) The compound of Claim 7 of structural formula Ii:




(Ii)

11. (original) The compound of Claim 1 wherein $R^3$ is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

12. (original) The compound of Claim 11 wherein $R^3$ is selected from the group consisting of hydrogen, fluoro, and chloro

13. (original) The compound of Claim 1 wherein $R^1$ is selected from the group consisting of:

hydrogen,

halogen,

$C_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy,

$(CH_2)_n$-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, CN, hydroxy, $NR^7SO_2R^6$, $SO_2R^6$, $CO_2H$, $C_{1-6}$ alkyloxycarbonyl, $C_{1-6}$ alkyl, and

$C_{1-6}$ alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

$(CH_2)_n$-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, $C_{1-6}$ alkyl, and $C_{1-6}$

alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens, and

wherein any methylene ($CH_2$) carbon atom in $R^1$ is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and $C_{1-4}$ alkyl unsubstituted or substituted with one to five halogens.

14. (original) The compound of Claim 13 wherein $R^1$ is selected from the group consisting of

hydrogen,
methyl,
trifluoromethyl,
phenyl,
4-fluorophenyl,
4-(trifluoromethyl)phenyl,
4-(trifluoromethoxy)phenyl, and
5-methyl-1,3,4-oxadiazol-2-yl.

15. (original) The compound of Claim 1 wherein $R^2$ is selected from the group consisting of

hydrogen,
halogen, and
$C_{1-6}$ alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen or hydroxy.

16. (original) The compound of Claim 15 wherein $R^2$ is selected from the group consisting of hydrogen and trifluoromethyl.

17. (original) The compound of Claim 1 wherein $R^8$, $R^9$, and $R^{10}$ are independently selected from the group consisting of:

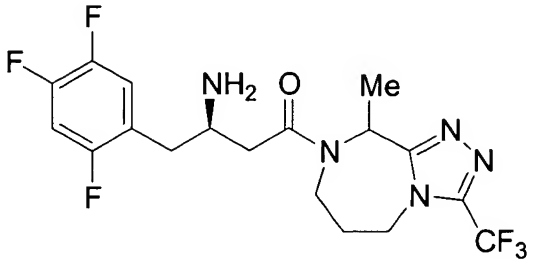
hydrogen and

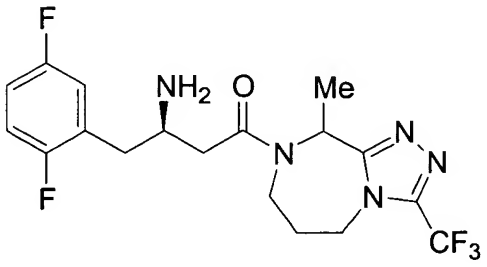
$C_{1-6}$ alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, $C_{1-6}$ alkoxy, and phenyl-$C_{1-3}$ alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

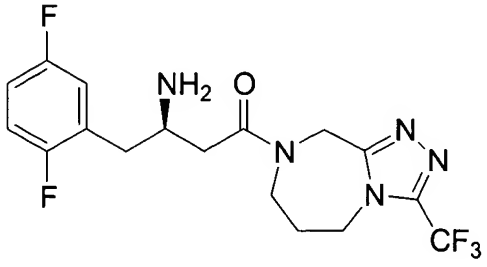
18. (original) The compound of Claim 17 wherein $R^8$, $R^9$, and $R^{10}$ are each independently selected from the group consisting of hydrogen and methyl.

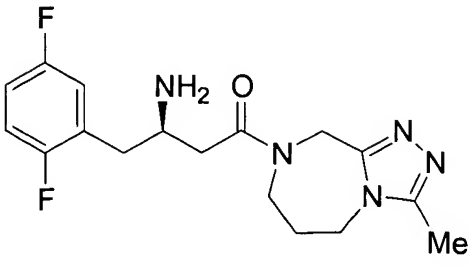
19. (original) The compound of Claim 18 wherein $R^9$ and $R^{10}$ are hydrogen.

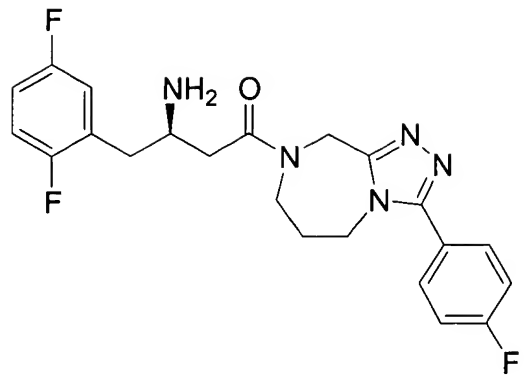
20. (original) The compound of Claim 2 which is selected from the group consisting of:

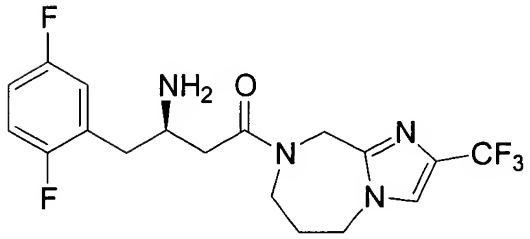


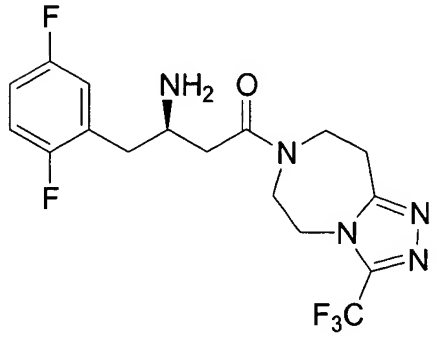



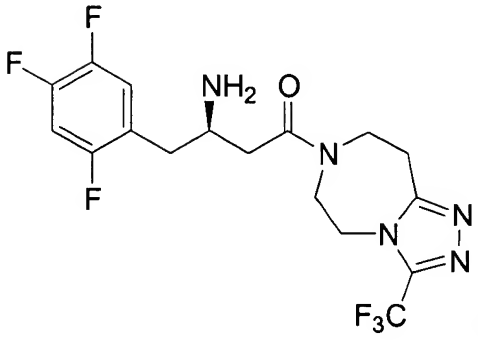



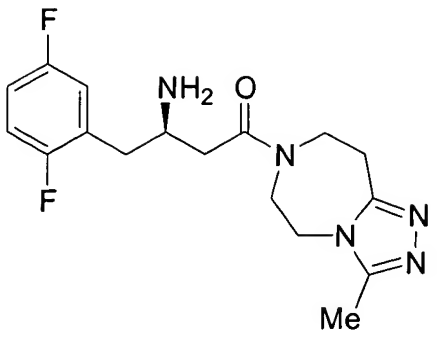








**and**




or a pharmaceutically acceptable salt thereof.

21. (original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

22. (cancelled)

23. (original) A method for treating non-insulin dependent (Type 2) diabetes in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

24. (original) A method for treating hyperglycemia in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

25-30. (cancelled)

31. (new) The pharmaceutical composition of Claim 21 further comprising a second active ingredient selected from the group consisting of metformin, rosiglitazone, and pioglitazone.